



CORDS CABLE INDUSTRIES LIMITED

CODE OF CONDUCT FOR THE DIRECTORS AND THE SENIOR MANAGEMENT TEAM

The Board of Directors of the Company re-adopted this Code in their meeting held on 26th May, 2022 along with the duties of Independent Directors mentioned in the Schedule IV of New Companies Act, 2013

For Cords Cable Industries Ltd.



Director

(A)

Preface:

This Code of Business Conduct ("Code") shall be called "The Code of Conduct for Directors and Senior Management" of Cords Cable Industries Limited (the "Company" or "CORDS"). The purpose of this Code is to conduct the business of the Company in accordance with the applicable laws, rules, regulations and with the highest standard of ethics and values. The matters covered in this Code are of utmost importance to the Company, shareholders and other stakeholders. This Code shall come into force with immediate effect. Each and every Director/Senior Management (as defined herein below) shall be duty-bound to follow the provisions of this Code in letter and spirit. Any instance of non-compliance of any of the provisions shall be a breach of ethical conduct and shall be viewed seriously by the Company.

The Code is also to act as a deterrent from unethical doings and to promote ethical values and is the manifestation of the Company's commitment to successful operation of the Company's business in the best interest of the shareholders, creditors, employees and other business associates.

The principles embodied in this Code lay down broad standards of compliance and ethics, as required by Regulation 17(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the "Listing Regulations") with the Stock Exchanges where securities of the Company are listed.

(B)

Applicability:

This Code is applicable to:

- (i) The Directors, both executive and non-executive directors; and
- (ii) Senior Management.

For the purpose of this Code, the term "Senior Management" shall mean all Executives of the Company from the grade of General Manager and above including all HOD's, together referred to as "Management Team" hereafter.

(C)

CONDUCT SPECIFICATIONS:

The Code, applicable to each member of the Board of Directors of the Company and the Senior Management Team, is as enumerated hereunder:

➤ **Honest and Ethical Conduct:**

The Directors/ Senior Management shall act honestly, objectively and effectively in a fair and transparent manner for advancing the interests of the Company. They must abide by the policies and procedures framed and adopted by the Company and must respect and adhere to ethical and fair business practices. They shall use due care and diligence in performing their duties and responsibilities attached to their respective office and exercise their powers in good faith for fulfilling their obligations towards the Company and its Stakeholders.

Directors and Senior Management Personnel shall not engage in activities that are dishonest or lacking in integrity such as, inter alia, the following:

- (i) Issuing untrue, misleading, deceptive or fraudulent statements regarding the Company's products and services;

For Cords Cable Industries Ltd.


Director

- (ii) Stealing proprietary information, possessing trade secret information that was obtained without the company's/owner's consent or inducing such disclosures by employees of other companies;
- (iii) Adoption of illegal means for increasing profit/ market share;
- (iv) Indulging in bribery; and
- (v) Unfair inducement to any Government official.

➤ **Financial reporting and records**

- a) The Company shall prepare and maintain its financial statements fairly and accurately in accordance with the applicable laws and accounting standards.
- b) Internal accounting and audit procedures shall fairly and accurately reflect all of the Company's business transactions and disposition of assets. All required information shall be accessible to Company's auditors and other authorized parties.
- c) Any wilful material misrepresentation of and/or misinformation on the financial accounts and reports shall be regarded as a violation of the Code.

➤ **Conflict of Interest:**

The Directors/ Senior Management shall avoid any situation that would lead to or tend to lead to any conflict of interest. Conflict of interest is a situation where personal interest may, in any way, interfere with the interests or benefits of the Company impacting the exercise of independent judgment while discharging one's duties and responsibilities. In case of a situation that involves or appears to involve conflict of interest, the Directors/ Senior Management are expected to make a suitable disclosure to the Board of Directors of the Company and shall abstain from participating in any discussion for such transaction. They are expected not to derive any improper personal benefit or a benefit to any of their relatives from the Company, including by making or influencing decision relating to any transaction of the Company.

➤ **Employment / Outside Employment:**

In consideration of employment with the Company, Directors/ Senior Management are expected to devote their full attention to the business interests of the Company.

Senior Management are prohibited from engaging in any activity that interferes with their performance or responsibilities to the Company or otherwise in conflict with or prejudicial to the Company. For e.g. simultaneous engagement / employment or directorship with competitors of the Company, or from taking part in any activity that enhances or supports a competitor's position. Each Officer shall inform the Board of any change in events/circumstances/ conditions that may interfere with their ability to perform their duties. Additionally, Officers must disclose to the Company's Board of Directors, any interest that they have that may conflict with the business of the Company.

➤ **Outside Directorships:**

It is a conflict of interest to serve as a Director of any Company that competes directly with the Company. Each Director/ Officer shall inform the Board of any changes in their board positions, relationship with other businesses (including charitable).

➤ **Related Party Disclosure:**

The Directors and the Senior Management Personnel shall make disclosure to the Company with respect to any transaction with the Company in which such person is interested and in respect of which a conflict of interest can arise between the Company and the person concerned including the name of the related party and the nature of relationship.

Such disclosure shall be in accordance with the Companies Act, 2013 and the Indian accounting Standard (IND AS) 24 issued by the council of the Institute of Chartered Accountants of India in respect of "Related Party Disclosures".

➤ **Anti-bribery, Anti-corruption, gifts:**

Bribery or corruption in any form, are against core values of the Company. Under no circumstances any Director/ Senior Management or their family members shall accept any offer, payment, promise to pay, or authorization to pay any money, gift, or anything of value from customers, vendors, consultants, etc. of the Company that is perceived and/or intended, directly or indirectly, to influence any business decision of the Company, any act or failure to act, any commitment of fraud, or opportunity for the commitment of any fraud.

It is clarified that acceptance or offering of inexpensive gifts on social occasions and festivals, infrequent business meals, celebratory events and entertainment, provided that they are not excessive or create an appearance of impropriety, shall not constitute violation of the Code.

➤ **Confidentiality of Information:**

"Confidentiality of information" includes all information of the Company not authorized by the Management or Board of Directors for public dissemination. This includes information on trade, trade secrets, confidential and privileged information regarding customers, employees, information relating to mergers and acquisitions, stock splits; non-public information about discussions and deliberations relating to business issues and decisions, between and among employees, officers and Directors in formal meetings or otherwise, and will include all such information which is not available in the public domain at that point of time. The Directors/Management Team shall not use any confidential information received by them in the course of their official duty, for personal gain, or allow the use of such information for the financial benefit of any other person.

➤ **Protection & Proper use of Company's Assets & Resources:**

Company's assets including its intellectual property must be safeguarded against any damage, waste, theft, illegal or unlawful use. The Directors and the SMP's must take all reasonable steps to ensure the same. Further, they must ensure that equipment/facilities/amenities provided to him/her by the Company for discharge of his/her duties in terms of his/her employment are used with proper care and diligence and return the possession thereof upon his/her resignation, termination or retirement from the services of the Company, as the case may be.

The Directors and SMP shall ensure that any property of the Company under their control shall not be used for personal benefit, sold, given away in the form of loan or otherwise disposed of, regardless of its condition or value, without proper authorization.

➤ **Insider Trading:**

All Directors and Management Team shall strictly adhere to the Company's 'Code of Conduct' to Regulate, Monitor and Report Trading by Designated Persons' and 'Code of Practices and Procedures for Fair Disclosures of Unpublished Price Sensitive Information' formulated in accordance with SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time.

(D) DUTIES OF DIRECTORS:

The Directors of the Company shall fulfil all the duties and responsibilities bestowed upon

them as per the provisions of Companies Act, 2013 and Listing Regulations and inter alia shall:

A. General

- ✓ act in accordance with the articles of the Company;
- ✓ act in good faith in order to promote the objects of the Company for the benefit of its members as a whole, and in the best interests of the Company, its employees, the shareholders, the community and for the protection of environment;
- ✓ exercise their duties with due and reasonable care, skill and diligence and shall exercise independent judgment;
- ✓ not involve in a situation in which he/she may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the Company;
- ✓ not achieve or attempt to achieve any undue gain or advantage either to himself/herself or to his/her relatives, partners, or associates and if such director is found guilty of making any undue gain, he/she shall be liable to pay an amount equal to that gain to the Company;
- ✓ shall not assign their office and any assignment so made shall be void.

B. Duties of Independent Directors

The Independent Directors shall -

- ✓ Undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarities;
- ✓ Seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the company;
- ✓ Strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
- ✓ Participate constructively and actively in the committees of the Board in which they are chairperson or members;
- ✓ Strive to attend the general meetings of the company;
- ✓ Where they have concerns about the running of the company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board Meeting;
- ✓ Keep themselves well informed about the company and the external environment in which it operates;
- ✓ Not to unfairly obstruct the functioning of an otherwise proper Board or the committee of the Board;
- ✓ Pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the company;
- ✓ Ascertain and ensure that the company has an adequate and functional vigil mechanism and to ensure that the interest of a person who uses such mechanism are not prejudicially affected on account of such use;
- ✓ Report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
- ✓ Acting within his/her authority, assist in protecting the legitimate interests of the company, shareholders and its employees;
- ✓ Not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.

(E) Respect for the Individual:

- (a) The Company's vision is based on inspiring and developing outstanding people. This will only be possible in an environment where we all respect the rights of those around us.
- (b) Executive Directors and Senior Management Personnel should ensure that:
- (i) Subject to compliance with applicable laws regarding positive discrimination, individuals in all aspects of employment are not discriminated against on the basis of race, religion, colour, age, disability, gender, sexual orientation or marital status, and the sole criterion for recognition within the Company be that of work performance.
 - (ii) Racial, sexual or any other kind of harassment is not tolerated within the Company.
 - (iii) Personal beliefs of individuals are respected and that Company specifically disassociates itself from any activity, which challenges our commitment to cultural diversity and equal opportunities.

(F) No Rights Created:

The Code set forth guidelines for conduct for the Board of Directors and Senior Management Team. It is not intended to nor does it create any right in favour of any Director or Senior Management, employees, client, supplier, customer, shareholder, or any other person or entity.

(G) Waiver:

Any waiver of any provision of this Code of Conduct for a Director or the Senior Management Team must be placed for approval before the Board of Directors.

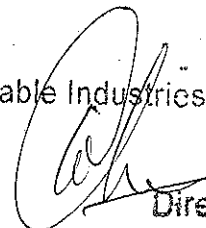
(H) Compliance of Code:

Every Director and Senior Management is required to comply with this Code and he/she shall acknowledge and affirm on an annual basis, the compliance with the Code. Such annual affirmations by the Board of Directors shall be kept in the custody of the Secretarial Department. Any violation of the Code shall be reported to the Chairman of the Company. This code of conduct shall be posted on the website of the Company i.e. www.cordscable.com.

(I) Variations of the Code:

The Board of Directors shall review and approve any modifications to this Code, to keep it in line with any regulatory changes, from time to time.

For Cords Cable Industries Ltd.



Director

**ANNUAL COMPLIANCE REPORT
ON
CODE OF CONDUCT**

I..... do hereby solemnly affirm that to the best of my knowledge and belief, I have fully complied with the provisions of the CODE OF CONDUCT during the financial year ending 31st March

Signature :.....

Name :.....

Designation :.....

Date :.....

Place :.....